

Exhibit 5

MINUTES of a Special Meeting of the Board of Residential Capital, LLC ("ResCap" or the "Company"), held by teleconference on November 5, 2010, at 9:15 a.m. (Eastern).

PRESENT: Thomas F. Marano
Edward F. Smith, III
Pamela E. West
James N. Young

constituting a quorum of the Board. Mr. Steven M. Abreu was unable to attend the meeting.

Invited guests in attendance were Tammy Hamzehpour and Cathy L. Quenneville. Invited guests in attendance for a portion of the meeting were Michael Constantino, Timothy Kitt, Gerald A. Lombardo, Amanda Norton, Joseph A. Pensabene, and Joseph B. Ruhlin.

The Chairman, Mr. Marano, presided and the Secretary, Ms. Quenneville, recorded.

Minutes

The minutes of the meetings held on October 1, 2010 and October 3, 2010, copies of which had been previously submitted to the members of the Board, were approved as presented.

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ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:10 p.m. The charts presented at this meeting are on file with the Secretary.

DATED November 5, 2010.


Secretary